

**SAM S.F. CALIGIURI**  
Attorney at Law

242 Trumbull Street  
Hartford, CT 06103-1212  
T: (860) 275-0396 F: (860) 881-2526  
sscaligiuri@daypitney.com

March 17, 2016

**VIA HAND DELIVERY**

Kathy Belfi, CPA  
Director of Financial Regulation  
Connecticut Insurance Department  
153 Market Street  
Hartford, CT 06142-0816

**Re: Docket No. EX 15-150 - Proposed Acquisition of Control of PHL Variable Insurance Company, Phoenix Life and Annuity Company, and American Phoenix Life and Reassurance Company by Mr. David C. Dominik, Golden Gate Private Equity, Inc., Davero Merger Sub Corp., Nassau Reinsurance Group Holdings, L.P., Nassau Reinsurance Group Holdings GP, LLC, Nassau Holdings, L.P., and Nassau Holdings, GP Ltd.**

Dear Ms. Belfi:

Pursuant to our recent telephone conversations, I write to confirm the Connecticut Insurance Department's position that the additional Golden Gate entity that the Department intends to include as an applicant in the above-referenced transaction is Golden Gate Private Equity, Inc., not Golden Gate Capital Opportunity Fund L.P. As discussed, the Department inadvertently referenced the latter entity in its March 8, 2016 letter to Kostas Cheliotis but does not intend to include Golden Gate Capital Opportunity Fund L.P. as an applicant in this matter. Accordingly, we made conforming changes to our response letter dated March 15, 2016.

Thank you for your ongoing cooperation in this matter. Please do not hesitate to contact me for any reason.

Yours very truly,



Sam S.F. Caligiuri

SSFC

cc: Kostas Cheliotis, Esq.  
Michael D. Devins, Esq.  
Stephen D. Oetgen, Esq.